

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Papa Murphy's International, Inc.		06/30/2004	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Papa Murphy's International, Inc.
Street Address:	8000 N.E. Parkway Drive
Internal Address:	Suite 350
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98662
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	78321855	PAPA MURPHYS HAND MADE HOME BAKED
Serial Number:	78285891	THE PAPA OF ALL PIZZAS
Serial Number:	78268908	PAPA-RONI
Serial Number:	78268723	DEEPER DISH
Serial Number:	76527085	PAPA MURPHY'S TAKE 'N' BAKE PIZZA
Serial Number:	76450664	HAND MADE HOME BAKED
Serial Number:	76449969	A FRESH WAY OF MAKING PIZZA.
Serial Number:	76449968	PAPA MURPHY'S DEEPER DISH TAKE 'N' BAKE PIZZA
Serial Number:	76345658	
Serial Number:	75927951	BIG PIZZA. BIG TASTE.
Serial Number:	75049890	DELITE
Serial Number:	75049601	MAMA MURPHY'S DELITES
Serial Number:	74525546	PAPA MURPHY'S
Serial Number:	74398645	PAPA ALDO'S TAKE & BAKE

Serial Number:	74398644	PAPA ALDO'S
Serial Number:	73834845	MURPHY'S PIZZA
Serial Number:	73596946	PAPA'S FAVORITE

CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3319

Email: mroberts@sidley.com

Correspondent Name: Elisabeth A. Evert, Esq.

Address Line 1: 717 North Harwood

Address Line 2: Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	3820-60035
NAME OF SUBMITTER:	Susan Roberts

Total Attachments: 4

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Delaware

PAGE 1

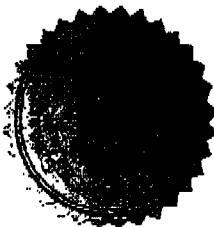
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PAPA MURPHY'S INTERNATIONAL, INC.", A WASHINGTON CORPORATION,

WITH AND INTO "PAPA MURPHY'S INTERNATIONAL, INC." UNDER THE NAME OF "PAPA MURPHY'S INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 1:54 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3814784 8100M

040483640

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3206470

DATE: 06-30-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:09 PM 06/30/2004
FILED 01:54 PM 06/30/2004
SRV 040483640 - 3814784 FILE

CERTIFICATE OF MERGER

OF

PAPA MURPHY'S INTERNATIONAL, INC.
a Washington corporation

INTO

PAPA MURPHY'S INTERNATIONAL, INC.
a Delaware corporation

The undersigned, Papa Murphy's International, Inc., a Delaware corporation formed and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name and jurisdiction of formation or organization of each of the constituent corporations which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Papa Murphy's International, Inc. (the "Merging Corporation")	Washington
Papa Murphy's International, Inc. (the "Surviving Corporation")	Delaware

SECOND: An Agreement and Plan of Merger providing for the merger of the Merging Corporation with and into the Surviving Corporation has been approved, adopted, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: The name of the Surviving Corporation is "Papa Murphy's International, Inc."

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the place of business of the Surviving Corporation located at 8000 N.E. Parkway Drive, Suite 350, Vancouver Washington.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The merger of the Merging Corporation with and into the Surviving Corporation shall be effective upon the filing of this Certificate of Merger.

[End of Text]

IN WITNESS WHEREOF, Papa Murphy's International, Inc. has caused this Certificate of Merger to be signed by its duly authorized officer on this 30th day of June, 2004.

PAPA MURPHY'S INTERNATIONAL, INC.

By: /s/ Tim Palmer

Name: Tim Palmer

Title: President